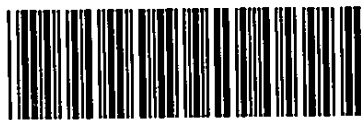


JOHN LAING HEALTH (PEMBURY) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

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Registered Number 5309721

JOHN LAING HEALTH (PEMBURY) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

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JOHN LAING HEALTH (PEMBURY) LIMITED

DIRECTORS AND ADVISORS

Directors

M Baybutt	(resigned 16 August 2013)
G Beazley-Long	
D R Bradbury	(appointed 16 August 2013)
B C J Dean	(resigned 12 June 2012)
C H Dix	
B M Semple	(appointed 12 June 2012)

Company secretary and registered office

M B Lewis
1 Kingsway
London
WC2B 6AN

Auditor

Deloitte LLP
Chartered Accountants and Statutory Auditors
London

DIRECTORS' REPORT

The Directors submit their annual report and the audited financial statements for the year ended 31 December 2012

The Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption

During the year, John Laing Investments Limited sold its share to JLIF Holdings (Pembury Hospital) Limited and the Company is now owned and jointly controlled by JLIF Holdings (Pembury Hospital) Limited, a UK limited company wholly owned by JLIF Limited Partnership, an English Limited Partnership and Innisfree PFI Secondary Fund, an English Limited Partnerships managed by Innisfree Limited. The Directors consider there to be no ultimate controlling party or ultimate parent company

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

The principal activity of the Company is to hold an investment in Kent and East Sussex Weald Hospital Holdings Limited, which is the parent of Kent and East Sussex Weald Hospital Limited

There have not been any significant changes in the Company's principal activities in the year under review. The Directors are not aware, at the date of this report, of any major changes in the Company's activities in the next year

During the year under review, the Company continued to hold, as a joint venture, a 75% interest in Kent and East Sussex Weald Hospital Holdings Limited, the parent of Kent and East Sussex Weald Hospital Limited. Kent and East Sussex Weald Hospital Limited has completed construction in September 2012 and now has full operations of a hospital on behalf of Maidstone and Tunbridge Wells NHS Trust under a PFI contract. The Company has joint control over this entity and accordingly it has been accounted for as a joint venture and not consolidated

GOING CONCERN

The Directors have considered the use of the going concern basis in the preparation of the financial statements in light of current market conditions and concluded that it is appropriate. More information is provided in note 1 to the financial statements

FUTURE DEVELOPMENTS

The Directors are not aware, at the date of this report, of any major changes in the Company's activities in the next year

PRINCIPAL RISKS AND UNCERTAINTIES

The Company's exposure is limited to the extent of the investment it has made in its subsidiary undertaking

AUDITOR

Each of the persons who is a Director at the date of approval of this report confirms that

- as far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provision of section 418 of the Companies Act 2006

Deloitte LLP have indicated their willingness to be appointed as auditor and appropriate arrangements have been put in place for them to be deemed appointed as auditor in the absence of an Annual General Meeting

DIRECTORS

The Directors who served throughout the year, except as noted, are shown on page 1

EMPLOYEES

Details of the number of employees and related costs can be found in note 5 to the financial statements on page 8

On behalf of the Board


C Dix
Director

23 September 2013

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the company for that period. In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JOHN LAING HEALTH (PEMBURY) LIMITED

We have audited the financial statements of John Laing Health (Pembury) Limited for the year ended 31 December 2012 which comprise the profit and loss account, the balance sheet and the related notes 1 to 16. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and auditor

As explained more fully in the Directors' Responsibilities Statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the Directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies in the audited financial statements and to identify any information that is apparently materially inconsistent with the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2012 and of its result for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of Directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the Directors were not entitled to take advantage of the small companies exemption in preparing the Directors' Report.



Jacqueline Holden FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

23 September 2013

JOHN LAING HEALTH (PEMBURY) LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2012

	Notes	2012 £'000	2012 £'000	2011 £'000	2011 £'000
		Company only	Gross effect of joint venture *	Company only	Gross effect of joint venture *
Turnover	2	-	16,067	-	36,074
Deduct					
Share of joint venture turnover	8	-	(16,067)	-	(36,074)
Gross results		-	-	-	-
Share of operating profit of joint venture		-	2,436	-	2,369
Operating profit	3	-	2,436	-	2,369
Net interest payable	6	-	(1,173)	-	(635)
Profit on ordinary activities before taxation		-	1,263	-	1,734
Tax on profit on ordinary activities	7	-	(310)	-	(459)
Profit for the financial year	13	-	953	-	1,275

A reconciliation of movements in shareholders funds is given in note 14

All items in the profit and loss account relate to continuing operations

There is no material difference between the results stated in the profit and loss account and their historical cost equivalents

All gains and losses are recognised in the profit and loss account in both the current and preceding year, and therefore no separate statement of total recognised gains and losses has been presented

* requirement under FRS 9 (48) to show relevant amounts, together with the effects of including them, as additional information to the Company's own financial statements. This requirement applies to companies with joint ventures that have no subsidiaries and are not entitled to exemption from preparing consolidated financial statements, if it did have subsidiaries

JOHN LAING HEALTH (PEMBURY) LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2012

	Notes	2012 £'000	2012 £'000	2011 £'000	2011 £'000
		Company only	Gross effect of joint venture *	Company only	Gross effect of joint venture *
Fixed assets					
Investments	8	1	2,368	1	1,415
Share of gross assets		-	218,962	-	208,330
Share of gross liabilities		-	(216,594)	-	(206,915)
Current assets					
Debtors		19,122	-	16,854	-
- due within one year	9	607	-	-	-
- due after more than one year	9	18,515	-	16,854	-
		19,122	-	16,854	-
Current liabilities					
Creditors amounts falling due within one year	10	(607)	-	-	-
Net current assets		18,515	-	16,854	-
Total assets less current liabilities		18,516	2,368	16,855	1,415
Creditors amounts falling due after more than one year	10	(18,515)	-	(16,854)	-
Net assets		1	2,368	1	1,415
Capital and reserves					
Called up share capital	12	1	1	1	1
Profit and loss account	13	-	2,367	-	1,414
Shareholders funds	14	1	2,368	1	1,415

The financial statements of John Laing Health (Pembury) Limited, registered number 5309721, were approved by the Board of Directors and authorised for issue on 23 September 2013. They were signed on its behalf by



C Dix
Director

23 September 2013

Notes to the financial statements for the year ended 31 December 2012

1 ACCOUNTING POLICIES

a) Basis of preparation of accounts

The financial statements have been prepared under the historical cost convention, and in accordance with applicable United Kingdom law and accounting standards. A summary of the principal accounting policies adopted by the Directors, which have been applied consistently in the current and prior year, is shown below.

The company cannot take advantage of the exemptions to prepare a cash-flow statement under the requirements of FRS 1 (revised 1996). However, as the Company has no bank accounts in the current period and no cash transactions in the current period, no cash-flow statement has been prepared.

The Company exists to hold investments in its joint venture that provides services under certain private finance agreements. The joint venture is set up as a Special Purpose Company under non-recourse arrangements and therefore the Company has limited its exposure to the liabilities. In the event of default of the joint venture, the exposure is limited to the extent of the investment it has made. Having reviewed the Company's investment portfolio including the associated future cash requirements and forecast receipts, the Directors are satisfied that they have a reasonable expectation that the Company will have access to adequate resources to continue in existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

b) Basis of accounting for joint ventures

As the Company does not have subsidiaries, it is not required to produce consolidated financial statements. Gross information is therefore presented in respect of joint ventures using the gross equity method where the Company has joint control and significant influence. Interest in joint ventures are shown in the gross information at cost including advances, plus the appropriate share of post acquisition retained profits and reserves. In the parent company balance sheet investments in joint ventures and associates are included at the Company's share of historical cost adjusted for impairment.

Where the accounting policies of joint ventures and associates do not conform with the Company's accounting policies, adjustments are made in order to present the Company accounts on a uniform basis.

c) Turnover

During the construction phase of the project, all attributable expenditure including finance costs are included in amounts recoverable on contracts and turnover. Upon the asset becoming operational, the costs are transferred to the finance debtor. During the operational phase, income is allocated between interest receivable and turnover using a constant operating margin on costs. The remainder of the PFI income will be allocated to the finance debtor.

All Turnover is derived entirely in the United Kingdom and is net of VAT.

d) Finance debtor

The Group is an operator under a PFI contract. Under the terms of the contract, substantially all the risks and rewards of ownership of the property asset remain with Maidstone and Tunbridge Wells NHS Trust. The underlying asset is therefore not a fixed asset of the Group under FRS5 Application Note F and SSAP 21.

e) Capitalised interest

Interest costs on borrowings used to fund the construction of the hospital are added to amounts recoverable on contract during the construction period. This treatment ceases on commissioning.

f) Operating costs

Operating costs are added to amounts recoverable on contract during the construction period. Following commissioning, regular operating costs will be expensed to the profit and loss account as incurred.

g) Interest payable

Interest costs on borrowings used to fund the construction of the hospital are added to amounts recoverable on contract during the construction period and following commissioning are expensed to the profit and loss account as incurred.

h) Taxation

Current tax, including United Kingdom Corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

In accordance with FRS19 'Deferred Tax', deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the period in which the timing differences are expected to reverse, based on the tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are not discounted.

i) Bank borrowings

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the profit or loss account using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

JOHN LAING HEALTH (PEMBURY) LIMITED

Notes to the financial statements for the year ended 31 December 2012 (continued)

2 TURNOVER

	Company only	Gross JV	Company only	Gross JV
	2012	2012	2011	2011
	£'000	£'000	£'000	£'000
Turnover in the year is analysed as follows				
Construction revenue	-	10,294	-	30,712
Service fee revenue	-	5,773	-	5,362
	<u>-</u>	<u>16,067</u>	<u>-</u>	<u>36,074</u>

3 OPERATING PROFIT

The fees payable of £2,575 (2011 - £2,500) to the Company's auditors for the audit of the Company's annual accounts is borne equally by JLIF Holdings (Pembury Hospital) Limited and Innisfree PFI Secondary Fund, the joint owners of the Company, who will not seek reimbursement

	Company only	Gross JV	Company only	Gross JV
	2012	2012	2011	2011
	£'000	£'000	£'000	£'000
Operating profit is stated after charging				
Fees payable to the Company auditors for the audit of Kent and East Sussex Weald Hospital Limited	-	3	-	5
Fees payable to the Company auditors for the audit of Kent and East Sussex Weald Hospital Holdings Limited	-	3	-	5
Fees payable to the Company auditors for tax services of Kent and East Sussex Weald Hospital Limited	-	3	-	5
Fees payable to the Company auditors for tax services of Kent and East Sussex Weald Hospital Holdings Limited	-	3	-	5
	<u>-</u>	<u>12</u>	<u>-</u>	<u>20</u>
Fees capitalised	-	-	-	-
Fees charged to operating profit	<u>-</u>	<u>12</u>	<u>-</u>	<u>20</u>

4 DIRECTORS' REMUNERATION

No Directors received any remuneration for services to the Company during the current or prior year

5 STAFF NUMBERS

The Company had no employees during the year (2011 - nil)

6 NET INTEREST PAYABLE

	Company only	Gross JV	Company only	Gross JV
	2012	2012	2011	2011
	£'000	£'000	£'000	£'000
Interest receivable and similar income				
Joint ventures				
Interest receivable on bank deposits	-	10	-	4
Interest receivable on finance debtor	-	11,363	-	8,415
Interest receivable capitalised	-	-	-	(2)
Interest receivable from JV undertakings	<u>2,268</u>	<u>-</u>	<u>1,242</u>	<u>-</u>
	<u>2,268</u>	<u>11,373</u>	<u>1,242</u>	<u>8,417</u>
Interest payable and similar charges				
Joint ventures				
Interest payable on bank loans and overdrafts	-	(10,680)	-	(12,015)
Capitalised interest	-	402	-	2,963
Interest payable to JV undertakings	<u>(2,268)</u>	<u>(2,268)</u>	<u>(1,242)</u>	<u>-</u>
	<u>(2,268)</u>	<u>(12,546)</u>	<u>(1,242)</u>	<u>(9,052)</u>
Net interest payable	<u>-</u>	<u>(1,173)</u>	<u>-</u>	<u>(635)</u>

JOHN LAING HEALTH (PEMBURY) LIMITED

Notes to the financial statements for the year ended 31 December 2012 (continued)

7 TAX ON PROFIT ON ORDINARY ACTIVITIES

	Company only	Gross JV	Company only	Gross JV
	2012	2012	2011	2011
	£'000	£'000	£'000	£'000
<u>Analysis of charge for the year</u>				
Current tax				
UK corporation tax	-	(310)	-	(459)
Total tax charge on profit on ordinary activities	-	(310)	-	(459)

Factors affecting the tax charge for the current year

	Company only	Gross JV	Company only	Gross JV
	2012	2012	2011	2011
	£'000	£'000	£'000	£'000
Profit on ordinary activities before taxation	-	1,263	-	1,734
Profit on ordinary activities before taxation multiplied by the standard rate of corporation tax in the UK of 24.5% (2011 - 26.5%)	-	(310)	-	(459)
Total current tax for the year	-	(310)	-	(459)

For the year ended 31 December 2012, the blended UK rate of 24.5% is applied due to the change in the UK corporation tax rate from 26% to 24% with effect from 1 April 2012

8 INVESTMENTS

	Company only	Gross JV	Company only	Gross JV
	2012	2012	2011	2011
	£'000	£'000	£'000	£'000
Investments in joint ventures				
Turnover		16,067		36,074
Profit before tax		1,263		1,734
Taxation		(310)		(459)
Profit after tax		953		1,275
Assets		218,962		208,330
Total liabilities				
- less than one year		(6,629)		(2,060)
- greater than one year		(209,965)		(204,855)
Net assets	1	2,368	1	1,415

The Company holds an 75% interest in Kent and East Sussex Weald Hospital Holdings Limited, which is incorporated in Great Britain and is registered in England and Wales. The Company has joint control over this entity and accordingly it has been accounted for as a joint venture and not consolidated. The principal activity of this joint venture is to design, build, finance and operate a PFI hospital project involved in developing the Pembury Hospital for the Maidstone and Tunbridge Wells NHS Trust.

In the opinion of the Directors the aggregate value of the investment in joint ventures is not less than the amount stated in the balance sheet.

JOHN LAING HEALTH (PEMBURY) LIMITED

Notes to the financial statements for the year ended 31 December 2012 (continued)

9 DEBTORS

	Company only 2012 £'000	Company only 2011 £'000
<u>Due within one year</u>		
Amounts owed from JV undertakings	607	-
	<u>607</u>	<u>-</u>
<u>Due after more than one year</u>		
Amounts owed from JV undertakings	18,515	16,854
	<u>18,515</u>	<u>16,854</u>

Amounts due from JV undertaking

The unsecured loan notes of £18,515k (2011 - £15,612k) were issued by the JV undertaking, Kent and East Sussex Weald Hospital Holdings Limited, to the Company. The loan notes are due for repayment by 2042 and incur interest of 13% per annum. The amount of £19,112k includes interest accrual of £607k.

10 CREDITORS

	Company only 2012 £'000	Company only 2011 £'000
Amounts falling due within one year		
Amounts owed to JV undertaking	607	-
	<u>607</u>	<u>-</u>
Amounts falling due after more than one year		
Amounts owed to JV undertaking	18,515	16,854
	<u>18,515</u>	<u>16,854</u>
Analysis of debt		
Debt can be analysed as falling due		
In five years or more	<u>18,515</u>	<u>15,612</u>

11 LOANS

Amounts owed to shareholders

The unsecured loan notes of £18,515k (2011 - £15,612k) were issued by the shareholders as part of the committed shareholder funding for the project. The loan notes are due for repayment by 2042 and incur interest of 13% per annum. The amount of £19,112k includes interest accrual of £607k.

12 CALLED UP SHARE CAPITAL

	2012 £'000	2011 £'000
Allotted, called up and fully paid		
750 ordinary shares of £1 each	<u>1</u>	<u>1</u>

On 9 December 2004 the Company issued 1 ordinary share at £1 to John Laing Social Infrastructure Limited. On 21 November 2007, John Laing Social Infrastructure Limited transferred its shareholding to John Laing Investments Limited. On 17 March 2008 the Company issued a further 749 ordinary shares at £1 each, 374 were purchased by John Laing Investments Limited and 375 were purchased by Tunbridge Wells Investment Company Limited. On 1 July 2011, Tunbridge Wells Investment Company Limited sold its shareholding to Innisfree PFI Secondary Fund. On 31 October 2012, John Laing Investments Limited sold its shareholding to JLIF Holdings (Pembury Hospital) Limited.

13 MOVEMENT IN RESERVES

	Company only £	Profit and loss account Gross £
At 1 January 2012	-	1,414
Profit for the financial year	-	953
At 31 December 2012	<u>-</u>	<u>2,367</u>

JOHN LAING HEALTH (PEMBURY) LIMITED

Notes to the financial statements for the year ended 31 December 2012 (continued)

14 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS FUNDS

	Company only	Gross JV	Company only	Gross JV
	2012	2012	2011	2011
	£'000	£'000	£'000	£'000
Profit for the financial year	-	953	-	1,275
Net addition to shareholders funds	-	953	-	1,275
Opening shareholder's funds	1	1,415	1	140
Closing shareholder's funds	1	2,368	1	1,415

15 TRANSACTIONS WITH RELATED PARTIES

The following shows the transactions with related parties for the Gross JV

	2012	2011
	£'000	£'000
Details of payments made to JLIF Holdings (Pembury Hospital) Limited, its manager JLIF (GP) Limited and the manager's fellow group companies as follows		
Bid Development and Management services	40	-
Balance payable	32	-
Subordinated debt	(824)	-
Balance payable	6,943	-
Subordinated debt interest	142	-
Balance payable	227	-
Details of payments made to John Laing plc group companies are as follows		
Bid Development and Management services	201	368
Balance payable	-	159
Subordinated debt	-	(5,855)
Balance payable	-	6,119
Subordinated debt interest	709	465
Balance payable	-	201
Details of payments made to Innisfree PFI Secondary Fund LP, its manager Innisfree Limited and the manager's fellow group companies as follows		
Bid Development and Management services	54	120
Balance payable	19	135
Subordinated debt	(824)	(5,855)
Balance payable	6,943	6,119
Subordinated debt interest	851	465
Balance payable	227	201
Details of payments made to Interserve PFI 2005 Limited, its manager Interserve Investments Limited and the manager's fellow group companies as follows		
Bid Development, Management services and Operator	2,267	2,234
Balance payable	226	343
Subordinated debt	(549)	(3,903)
Balance payable	4,629	4,079
Subordinated debt interest	567	310
Balance payable	152	134

Notes to the financial statements for the year ended 31 December 2012 (continued)

15 TRANSACTIONS WITH RELATED PARTIES (Continued)

John Laing plc group was a related party up to 31 October 2012 and JLIF Holdings (Pembury Hospital) Limited was a related party from 31 October 2012

The Company is now jointly owned and controlled by JLIF Holdings (Pembury Hospital) Limited, wholly owned by JLIF Limited Partnership and Innisfree PFI Secondary Fund which is managed by Innisfree Limited

Interserve PFI 2005 Limited is a shareholder of Kent and East Sussex Weald Hospital Holdings Limited and was sold by Interserve plc on 12 October 2012 to Dalmore Capital (49%) and on 8 January 2013 to Interserve Pension Fund (51%) Interserve PFI 2005 Limited continues to be managed by Interserve Investments Limited

16 ULTIMATE PARENT UNDERTAKING

The Company is a joint venture between JLIF Holdings (Pembury Hospital) Limited (50%) a UK limited company wholly owned by JLIF Limited Partnership, an English Limited Partnership and Innisfree PFI Secondary Fund (50%), an English Limited Partnership registered in England and Wales. The Directors consider there to be no ultimate controlling party or ultimate parent company